MARVEL COMICS
JAN '97
5
2099
WORLD OF TOMORROW
DARK HERITAGE UNLEASHED!
HUMANITY BETRAYED!
PASCUAL FERRY
96
MENDOZA
DIRECT EDITION
$2.50 US $3.50 CAN

LESS THAN A MINUTE AGO...
...THE MEMBERS OF THE SAVAGE LAND EXPEDITION TEAM WERE SURROUNDED BY THE HEAVILY-ARMED DOGS OF WAR...
...COME TO CLAIM THE YOUNG MUTANT TECHNOPATH, NOSTROMO...
...IN THE NAME OF THEIR DREAD LORD AND MASTER, DOOM.
LESS THAN TEN SECONDS AGO...
...THE VERY SAME GROUP OF HUMANS AND MUTANTS DISCOVERED THAT ONE OF THEIR TRUSTED TEAMMATES--
--THE SCIENTIST KNOWN AS MR. WINN...
...WAS NOT AT ALL WHAT HE PRESENTED HIMSELF TO BE.
NOW AND FOREVERMORE, NOSTROMO BELONGS--
--TO THE PHALANX!!!
AND THAT'S WHEN ALL HELL BROKE LOOSE...

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YOUR STAKE TO THIS PLANET IS FORFEIT, TERRANS.
SPLORCH
AND UNLESS YOU WISELY BACK OFF RIGHT NOW--
CHK-CHK
BZZZZZ
STAN LEE PRESENTS:
FINDERS KEEPERS
BEN RAAB & JOE KELLY
WRITERS
DAVID BREWER & JASON ARMSTRONG
PENCILERS
ROB HUNTER & JAIME MENDOZA & ALAN MARTINEZ
WITH HACK SHACK STUDIOS
INKERS
LIL HIGGINS - LETTERER BRIAN BUCCELLATO COLORS
JAMES FELDER - EDITOR BOB HARRAS CHIEF

YET, SWIFT THOUGH HIS ASSAULT MAY BE...
... THE SHEER NUMBER OF FOES HE FACES MORE THAN ENSURES...
ZARK
...THAT THE DOGS OF WAR WILL BE FASTER!
AAARGHH!
--SO WILL YOUR LIVES!
WINN!!! NOOOO!!!
STOP IT! YOU'RE KILLING HIM!!!
ARRGH!

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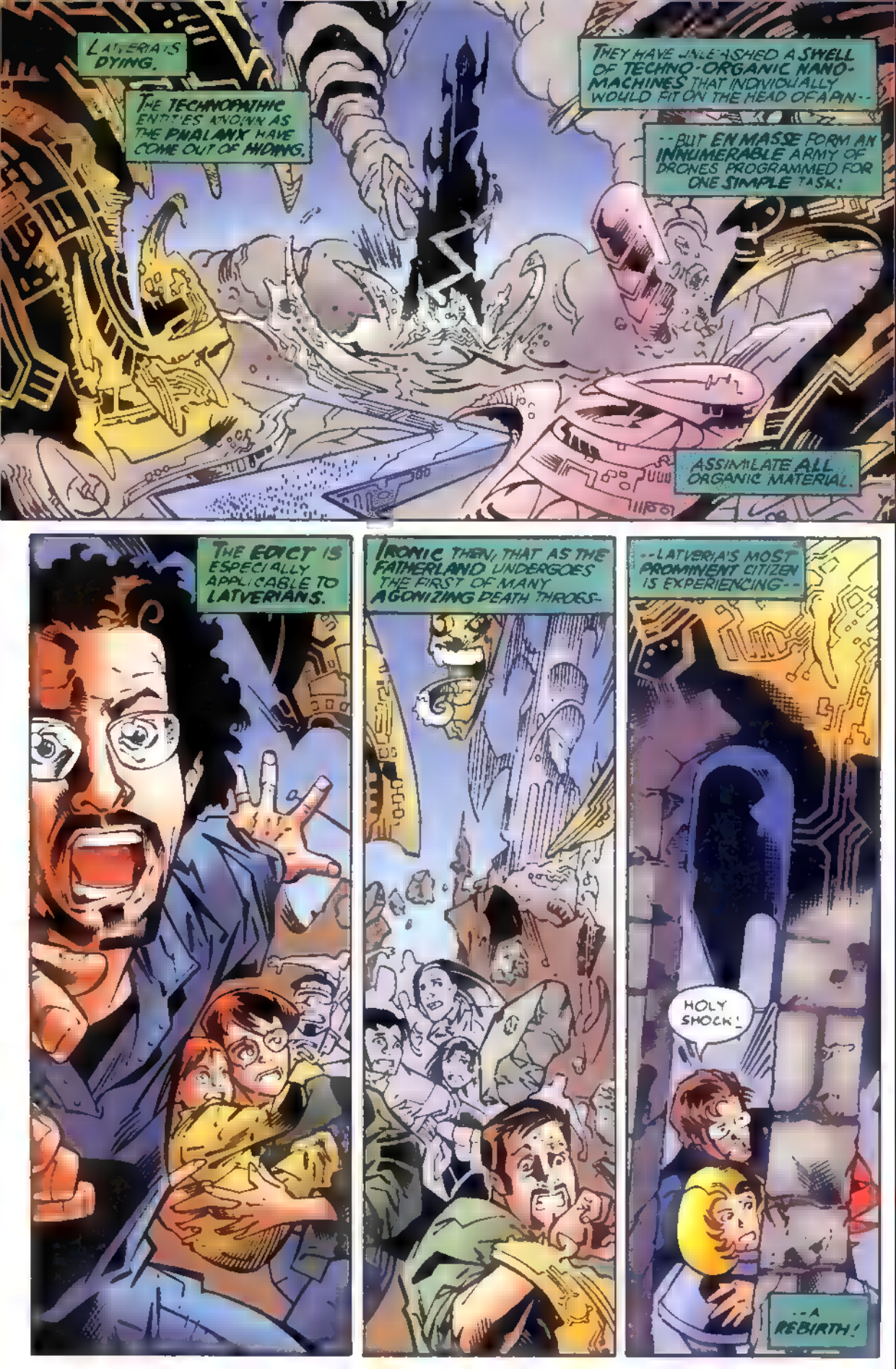
NO, WILLOW-- THESE LACKEYS WON'T STOP ME.
BELIEVE ME, HUMANS--
--YOU ARE MAKING A GRAVE MISTAKE...
YOU'RE THE ONE WHO'S MADE A MISTAKE, ALIEN!
KRAK
LITTLE ROBOT BOY'S COMIN' BACK TO LATVERIA WITH US!
THEN, MUCH TO MY REGRET--
--YOU LEAVE ME NO ALTERNATIVE...
Shoom
Shoom
Shoom
Shunk
Shunk
Shunk
AS ABRUPTLY AS THE CARNAGE BEGAN...
...SO DOES IT END.
AND WHERE ONCE STOOD MANY...
...THERE IS NOW ONLY ONE.
BARELY...

BE BRAVE JUST BE... BRAVE...
HE WON'T HARM YOU... HE WON'T HARM YOU...
M-MR. WINN--?
ARE YOU O-OKAY? I W-WANNA H-HELP YOU...
SMAK
RAAAH! GET AWAY FROM ME!!
Whoouiff!
WHA--?
BY THE MATRIX-- WHAT HAVE I DONE???
POOR, SWEET WILLOW--I DIDN'T MEAN TO--
--I --I --I'M SO SO SORRY!!!
YOU THINK YOU'RE SORRY NOW, WINN?

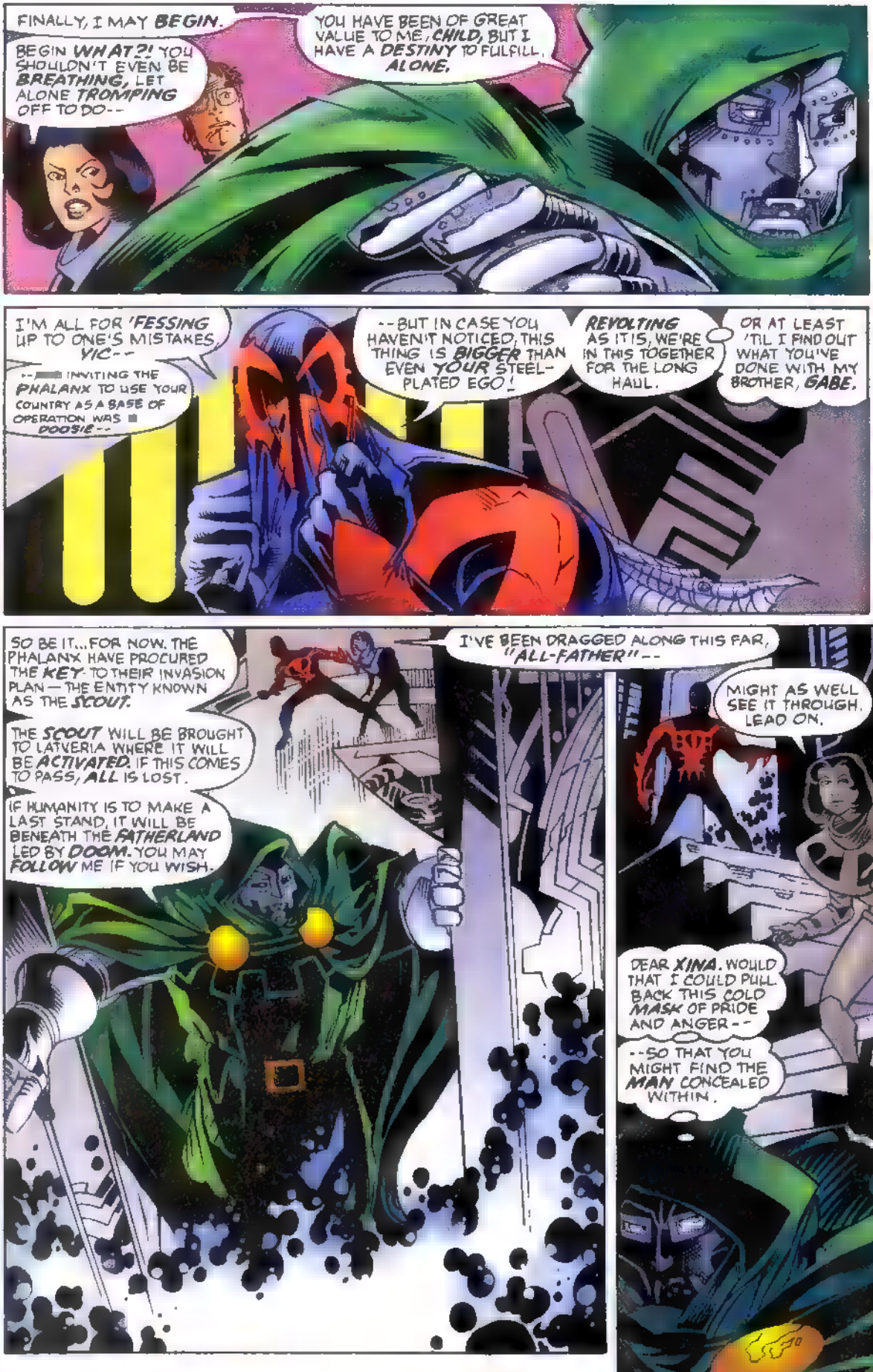
LA LUNATICA'S GONNA MAKE YOU WISH YOU WERE NEVER BORN--
--OR HATCHED--
--OR WHATEVER THE PROCESS IS THAT CREATED A LAME, E.T. LIKE YOU!!!
WAM
THE CORRECT TERMINOLOGY, LUNA, IS "ASSIMILATED".
SHAZAK
AIIEEEE!
WHICH IS EXACTLY WHAT'S GOING TO HAPPEN TO THIS PLANET-- TO ALL OF YOU--
--UNLESS YOU LET ME TAKE NOSTROMO AND GO!!
HE'S NO FRIEND OF OURS MR. HODGE!
I DON'T THINK HE EVER WAS!
OR ELSE WHAT? YOU GONNA KILL US--YOUR "FRIENDS" TOO?
HE'S NOTHING BUT A BIG LIAR! RIGHT, BLOODHAWK?
SO IT WOULD SEEM.
YOU JUST DON'T UNDERSTAND--
--IT HAS TO BE THIS WAY...
WE HAVE THE SCOUT, YOUR EMINENCE.

EXCELLENT! BRING HIM TO US IMMEDIATELY!
THAT STRANGE FREQUENCY...
JUST ANOTHER SECOND AND I'LL HAVE A FIX ON ITS SOURCE... BINGO!
JADE RYUTEKI-- YOU'RE A GENIUS!
I DON'T KNOW WHAT'S WORSE, WINN... THOSE GENESCRAPE MUTIES--?
--OR A TWO-FACED CHEAT LIKE YOURSELF!?
I'M SORRY YOU THINK SO, BUDDY. HONEST.
I KNOW YOU'RE GONNA HAVE A HARD TIME TRUSTING ME ON THIS ONE--
--BUT I SWEAR TO YOU THAT THIS IS A FAR GREATER THING I DO TODAY THAN I HAVE EVER DONE!
I ONLY HOPE THAT YOU'LL BE ABLE TO FIND IT IN YOURSELVES TO FORGIVE ME.
IF NOT NOW, THEN AT LEAST--
--SOMEDAY...
FZASH

CHECK THIS OUT, WILLOW -- I KNOW EXACTLY WHICH DIRECTION THEY WERE HEADED!
ALL WE GOTTA DO IS GET BACK TO THE LAST REFUGE, HOP ABOARD A SHIP AND--
Uh... WILLOW? HEL-LO???
IT JUST DOESN'T MAKE SENSE!
HE ALWAYS SEEMED SO :Sniff: NICE--
--AND SWEET :Sniff: AND KIND.
SAVE YOUR TEARS, LITTLE ONE.
AS A METAMORPH--
--YOU, MORE THAN ANYONE ELSE--
--SHOULD KNOW THAT APPEARANCES CAN BE DECEIVING.
SOMETIMES PAINFULLY SO...


LATVERIA'S DYING.
THE TECHNOPATHIC ENTITIES KNOWN AS THE PHALANX HAVE COME OUT OF HIDING.
THEY HAVE UNLEASHED A SWELL OF TECHNO-ORGANIC NANO-MACHINES THAT INDIVIDUALLY WOULD FIT ON THE HEAD OF A PIN--
--BUT EN MASSE FORM AN INNUMERABLE ARMY OF DRONES PROGRAMMED FOR ONE SIMPLE TASK:
ASSIMILATE ALL ORGANIC MATERIAL.
THE EDICT IS ESPECIALLY APPLICABLE TO LATVERIANS.
IRONIC THEN, THAT AS THE FATHERLAND UNDERGOES THE FIRST OF MANY AGONIZING DEATH THROES-
--LATVERIA'S MOST PROMINENT CITIZEN IS EXPERIENCING--
HOLY SHOCK!
--A REBIRTH!

IT'S NOT POSSIBLE.
I AM INCLINED TO DISAGREE WITH YOU, XINA...
THROUGH YOUR TECHNICAL GENIUS, AND THE PROPRIETOUS INTERVENTION OF SPIDER-MAN--
--I AM FREE OF THE TECHNOLOGY THAT BONDED MY ARMOR TO MY PERSON.
THERE IS NO LONGER ANY POSSIBILITY THAT I MIGHT BE SUBJUGATED BY THOSE ACCURSED TECHNOPATHS!
THE RIGHTEOUS FURY OF VICTOR VON DOOM WILL BE UNLEASHED AT LAST!!!


FINALLY, I MAY BEGIN.
YOU HAVE BEEN OF GREAT VALUE TO ME, CHILD, BUT I HAVE A DESTINY TO FULFILL, ALONE.
BEGIN WHAT?! YOU SHOULDN'T EVEN BE BREATHING, LET ALONE TROMPING OFF TO DO--
I'M ALL FOR 'FESSING UP TO ONE'S MISTAKES, VIC--
--INVITING THE PHALANX TO USE YOUR COUNTRY AS A BASE OF OPERATION WAS DOOSIE--
--BUT IN CASE YOU HAVEN'T NOTICED, THIS THING IS BIGGER THAN EVEN YOUR STEEL-PLATED EGO!
REVOLTING AS IT IS, WE'RE IN THIS TOGETHER FOR THE LONG HAUL.
OR AT LEAST 'TIL I FIND OUT WHAT YOU'VE DONE WITH MY BROTHER, GABE.
SO BE IT...FOR NOW. THE PHALANX HAVE PROCURED THE KEY TO THEIR INVASION PLAN—THE ENTITY KNOWN AS THE SCOUT.
THE SCOUT WILL BE BROUGHT TO LATVERIA WHERE IT WILL BE ACTIVATED. IF THIS COMES TO PASS, ALL IS LOST.
IF HUMANITY IS TO MAKE A LAST STAND, IT WILL BE BENEATH THE FATHERLAND LED BY DOOM. YOU MAY FOLLOW ME IF YOU WISH.
I'VE BEEN DRAGGED ALONG THIS FAR, "ALL-FATHER"--
MIGHT AS WELL SEE IT THROUGH. LEAD ON.
DEAR XINA. WOULD THAT I COULD PULL BACK THIS COLD MASK OF PRIDE AND ANGER--
--SO THAT YOU MIGHT FIND THE MAN CONCEALED WITHIN.

BROOKLYN 2095.
CRADLE OF CIVILIZATION...
SO THEN I TAKE OUT HIS JAW, AN' HE STARTS BAWLIN' LIKE A PRE-PUBERT! COMEDY CENTRAL ALL OVER, L'IL SIS!
HE DESERVED IT... THE CHUMP.
MOVE ALONG NG -- MOVE VE ALONG
YO, VIN, MILK RUN'S GONNA START WITHOUT US!
PLAYTIME, STUD!
DURN SKIPPY!
'TWAS THE STORY OF A GIRL NAMED CHIMERA, WHO WAS STEALING BROTHER VINCENT FOR HER OWN.
VINNIE: THE REBEL WITHOUT A CLUE.
IMPETUOUS FOOLHARDY ARROGANT.
SOUND FAMILIAR?
"STOP IT. I DON'T WANT TO SEE--"
LATER, KID.
OF COURSE NOT. STRANGE. NOT SICK AT ALL. DIDN'T YOU TATTOO YOUR FACE BECAUSE YOU THOUGHT HE--
"SHUT UP."
"SHE WAS NOT, AND HE WAS MY BROTHER. DON'T MAKE IT SOUND SICK--"

THE MILK RUN. INGENIOUS.
LEAVE IT TO HUMANITY TO DEVELOP A PROCESS THAT GIVES A DAIRY PRODUCT NARCOTIC PROPERTIES.
MILK
AN ACCIDENT, SKULL... BUT IF YOU PREFER, I CAN DO SOMETHING MORE PERMANENT ON PURPOSE.
YOUR MOVE.
YOU WERE-- OH, WAIT-- THIS IS THE DRAMATIC JUNCTURE, ISN'T IT?
THAT DIDN'T TAKE MUCH, NOW DID IT!?
SUCH VIOLENCE... MERCY!
WHAK
THUD
Oof!
STOP IT!
SKINNER-- THAT WAS MY FOOT!
MOO JUICE
HAVE YOU SEEN THIS DEITY?
AND WHERE WERE YOU DURING ALL THIS MAYHEM?

IT COULDN'T HAVE BEEN EASY FOR YOU, CHILD, TO SIMPLY OBSERVE--
--WHEN YOU DESPERATELY WANTED TO BE A PART OF VINCENT'S WORLD--
--TO BE SOMETHING SPECIAL.
WHAT THE SHOCK ARE YOU DOING? YOU'RE NOT READY YET--!
PUT THE KABASH ON THIS RUMBLE RIGHT NOW, BONE-HEAD--
--OR FIND YOURSELF CONSPICUOUSLY UNABLE TO ACCESS A FEW OF YOUR PRIMARY BODILY FUNCTIONS!!
COOL YOUR JETS, BIG BRO..
NICE. VERY SMOOTH ENTRANCE.
SKULZ-- SET YOUR WEAPONS ON-- "UNIDENTIFIABLE CORPSES."

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LEAVE IT TO HUMANITY TO DEVELOP A PROCESS THAT GIVES A DAIRY PRODUCT NARCOTIC PROPERTIES.

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NICE. VERY SMOOTH ENTRANCE.

GROOOAR!
I GOT YOUR BACK, VIN.
PICKLEPUSS TO THE RESCUE. I'D WAGER THAT FELT WONDERFUL, DIDN'T IT, STRANGE?
DYPTHERION THE DEMON...MEET LUNCH.
ANY QUESTIONS?
STOP THIS... PLEASE.
BEGGING? SO SOON?
COOL ILLUSION, HUM? LEARNED IT YESTERDAY.
ILLUSION? WHOA! YOU ACTUALLY ARE GETTING GOOD AT THAT HOCUS-POCUS AFTER ALL.
IT LOOKS SO TOTALLY, LIKE, REA--
AAIIEE!

HELP ME!!! OH, GOD, HELP!!!
VINNIE!!! NO!!!
SKLITCH
MY, THAT WAS EXHILARATING!
DON'T YOU THINK SO, CHILD?
STOP IT!
WHAT WOULD BE YOUR WITTY REPLY, STRANGE...
NOT!
...UNLESS YOU RELINQUISH YOUR TITLE OF SORCERER SUPREME WILLINGLY...
WHAT THE--?
HE WILL TIRE OF THIS, SOON, MISTRESS... BE STRONG...
FOR BOTH OUR SAKES... YOU ARE MY ONLY HOPE...
I HAVE YOUR POWER, YOUR FLESH AND BONES... BUT I WANT YOU TO BREAK, TOO, CASTLING, UTTERLY AND COMPLETELY.
NOW, LET'S WATCH YOU KILL YOUR BROTHER AGAIN, SHALL WE? THIS TIME IN SLOW MOTION!

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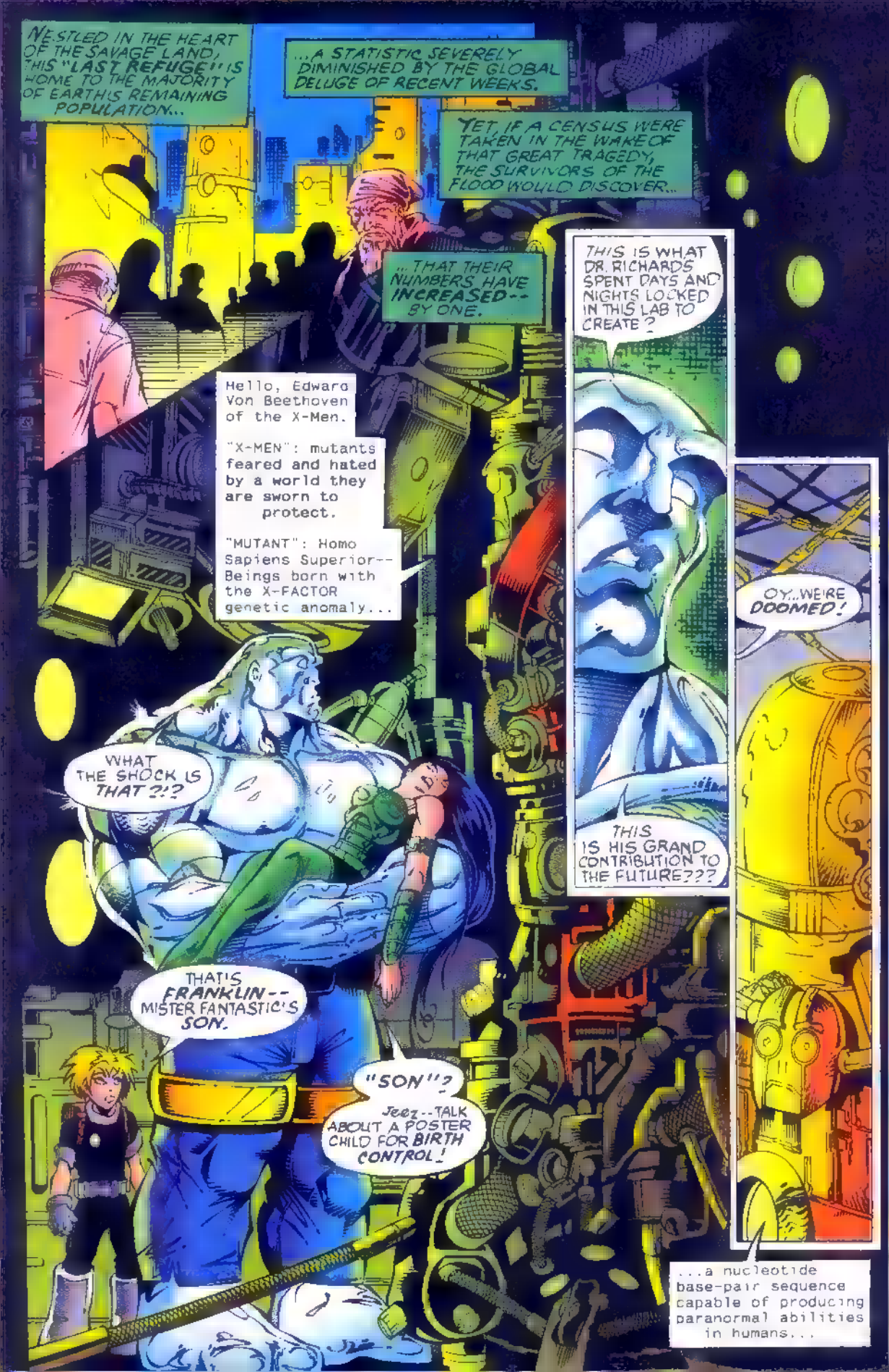
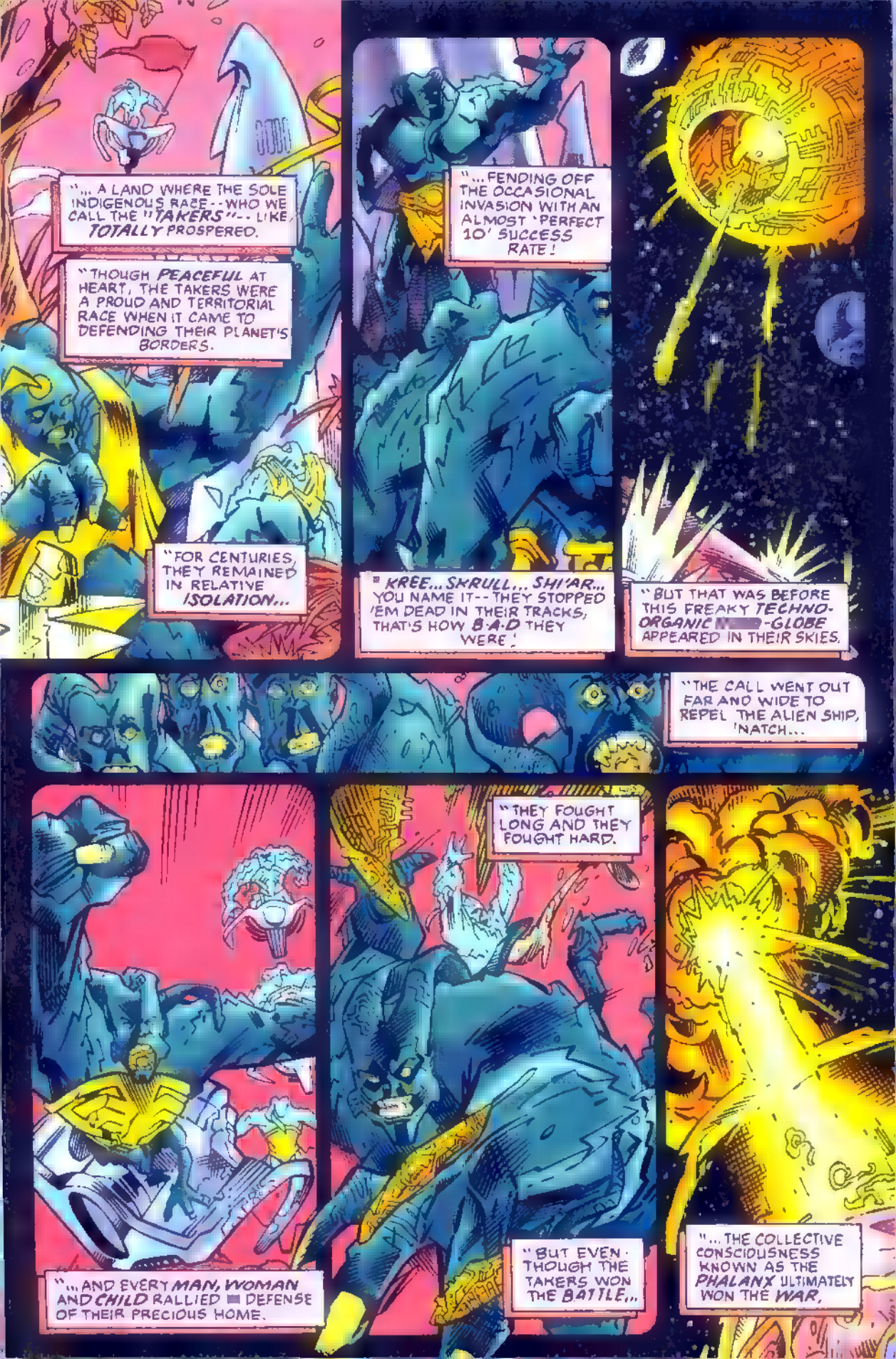
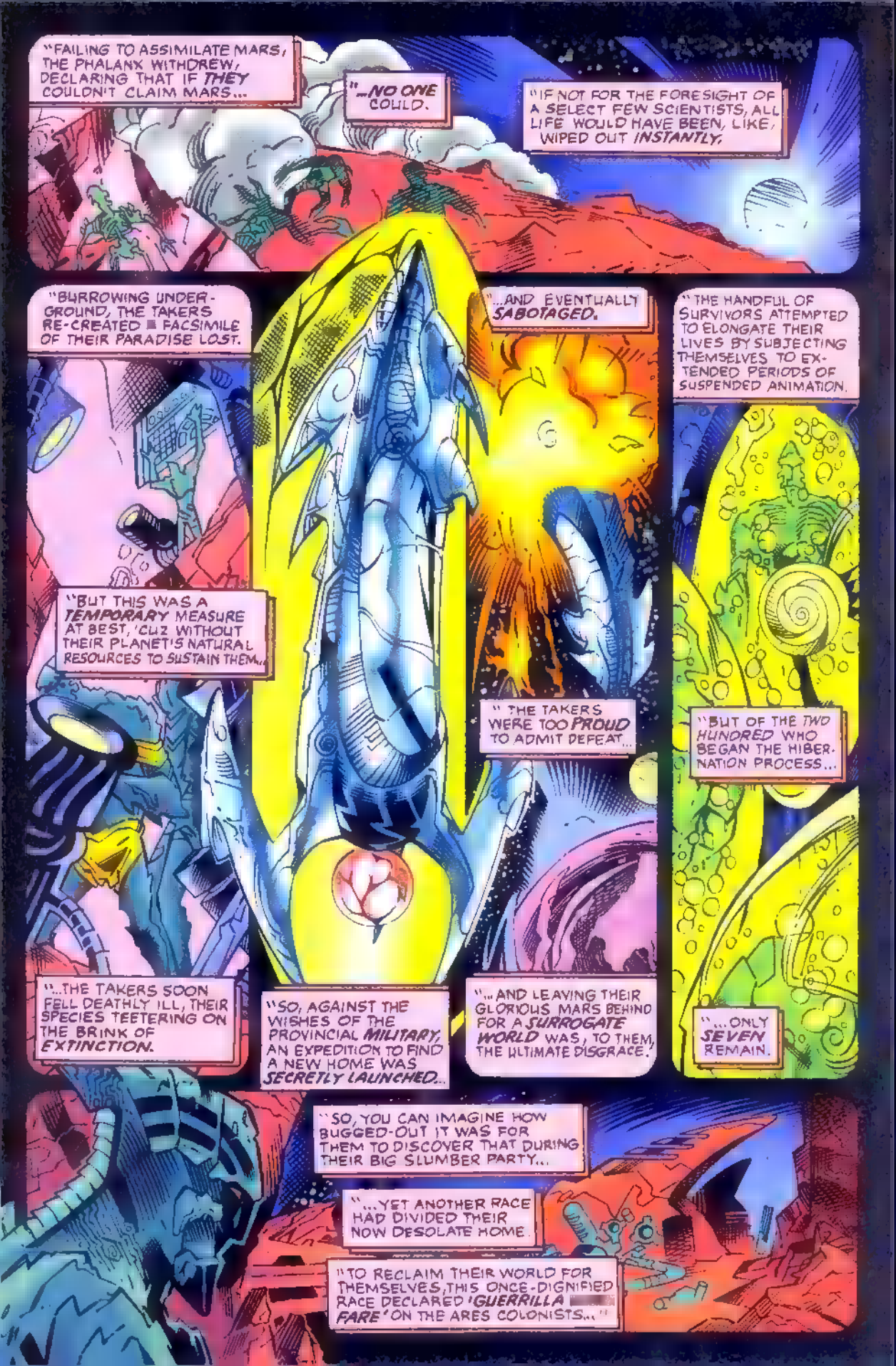

NESTLED IN THE HEART OF THE SAVAGE LAND, THIS "LAST REFUGE" IS HOME TO THE MAJORITY OF EARTH'S REMAINING POPULATION...
...A STATISTIC SEVERELY DIMINISHED BY THE GLOBAL DELUGE OF RECENT WEEKS.
YET, IF A CENSUS WERE TAKEN IN THE WAKE OF THAT GREAT TRAGEDY, THE SURVIVORS OF THE FLOOD WOULD DISCOVER...
...THAT THEIR NUMBERS HAVE INCREASED-- BY ONE.
Hello, Edward Von Beethoven of the X-Men.
"X-MEN": mutants feared and hated by a world they are sworn to protect.
"MUTANT": Homo Sapiens Superior-- Beings born with the X-FACTOR genetic anomaly...
THIS IS WHAT DR. RICHARDS SPENT DAYS AND NIGHTS LOCKED IN THIS LAB TO CREATE?
THIS IS HIS GRAND CONTRIBUTION TO THE FUTURE???
OY...WE'RE DOOMED!
WHAT THE SHOCK IS THAT?!?
THAT'S FRANKLIN-- MISTER FANTASTIC'S SON.
"SON"?
JEEZ--TALK ABOUT A POSTER CHILD FOR BIRTH CONTROL!
...a nucleotide base-pair sequence capable of producing paranormal abilities in humans...

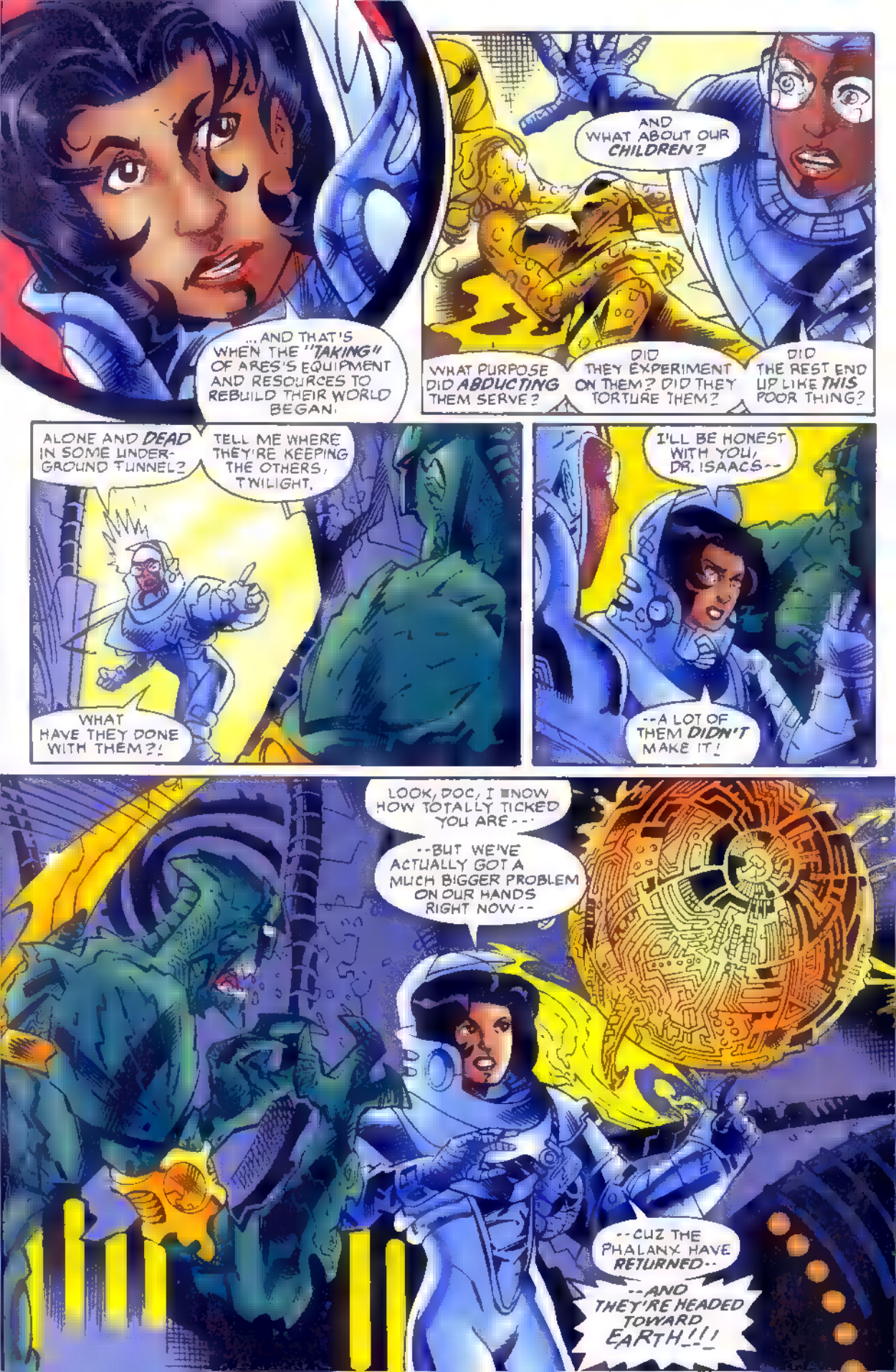
Hey, FRANKLIN. IT'S ME-- YOUR FRIEND. MADDIE.
"Friend"... Searching Databases...DEFINITION #1: A person whom one knows, likes and trusts.
"Hurt"... Searching Databases...
DEFINITION: To cause bodily pain--
--to DAMAGE.
No, Duh... LISTEN, FRANKLIN, DO YOU WANNA BE MY FRIEND?
'CUZ IF YOU DO, IT'S KINDA HARD FOR ME TO TRUST YOU--
--'SPECIALLY AFTER YOU HURT MY OTHER FRIEND, CEREBRA.
Snag
Ohhhhh NO YA DON'T.
DO US ALL A FAVOR, MADDIE--
QUIT PLAYIN' WITH THE APPLIANCES, KAY?
I TELL YA, KIDS TODAY!
SPEAKIN' OF KIDS-- I WONDER HOW ROSA AND JOACHIM ARE DOIN'.
MAN, FEELS LIKE I HAVEN'T SEEN 'EM IN WEEKS...
Uhhh... EDDIE...?

ALONE...
NEVER FELT S-SO... A-ALONE...
EASY, SHAKTI--
--YOU'RE JUST HAVING A BAD FEVER DREAM!
YOU'VE GOTTA RELAX AND GIVE XIAN'S TREATMENT SOME TIME TO TAKE EFFECT.
JUST BREATHE DEEP...HUSH NOW.
NO! YOU DON'T UNDERSTAND!
SOMETHING'S GONE HORRIBLY WRONG WITH MY MIND.
I CAN'T SENSE YOUR THOUGHTS--
I CAN'T SENSE ANYONE'S THOUGHTS!
MY TELEPATHY--
IT--IT'S--
--IT'S GONE!
BUT... HOW?!

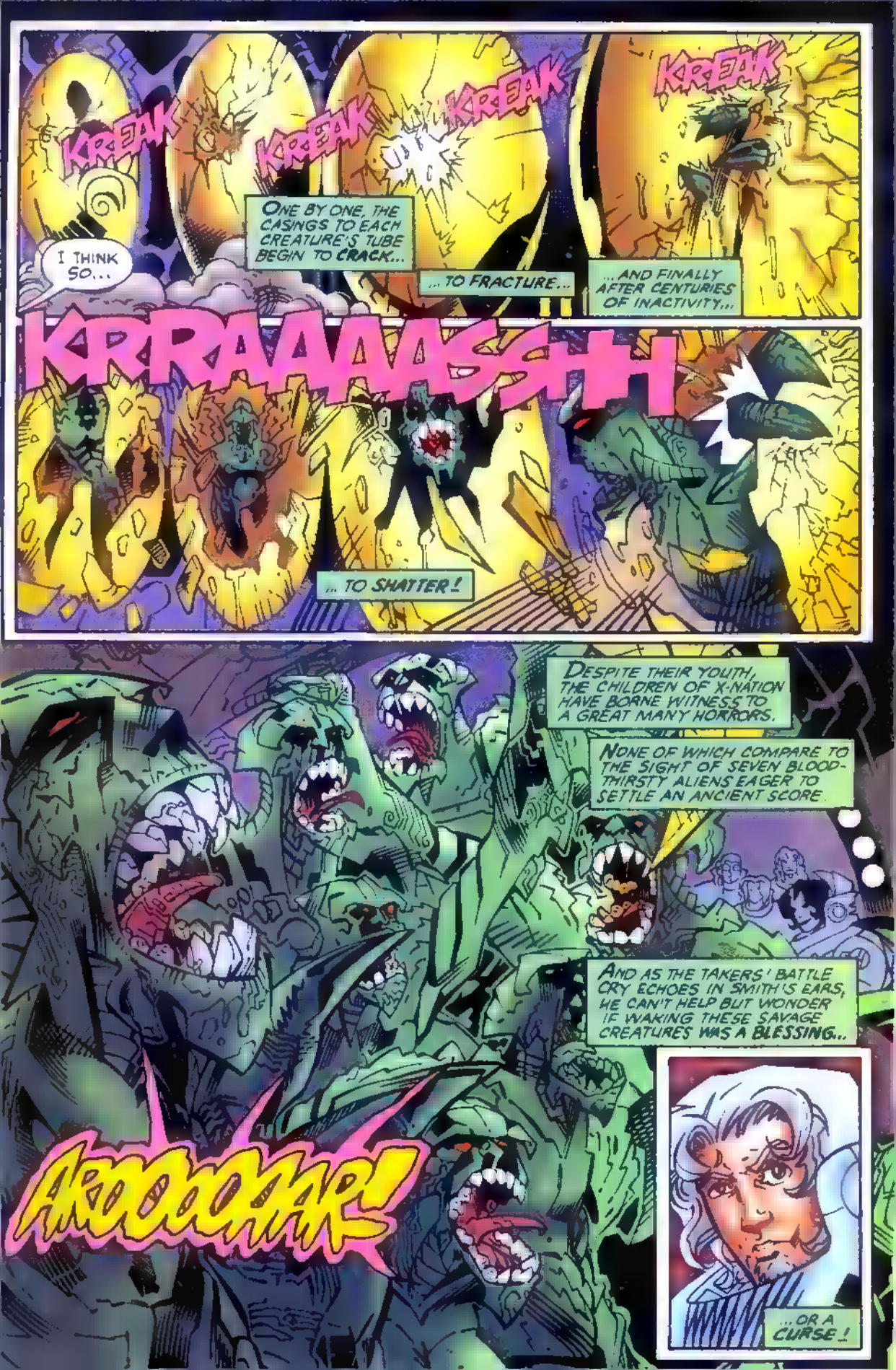
MEANWHILE, ON THE RUDDY WASTELAND THAT IS MARS...
...A VERY SPECIAL REUNION IS TAKING PLACE... FOR THE YOUNG MUTANTS OF X-NATION.
HIYA, GUYS--LONG TIME NO SEE!
...INSIDE THE STRONGHOLD OF THE MARTIAN NATIVES, KNOWN TO THE SETTLERS OF ALCHEMAX'S ARES COLONY AS THE TAKERS...
CHECK IT OUT, DECEMBER-- TWI'LIGHT'S ALIVE!!
SURE LOOKS THAT WAY, HUH?
HOWZABOUT A LITTLE "WELCOME BACK SMOOCH," BABE?
CHILL THE 'MONES, SMITH, YA BIG HUNK, YOU!
THESE CREATURES NEED OUR HELP!
YOU BEEN GOIN' OUTSIDE WITHOUT AN ENVIRO-SUIT, TWI?
'CUZ YOU CAN'T BE SERIOUS ABOUT HELPING THESE... THESE--
--THESE... THINGS?!?
AFTER LEARNING AS MUCH AS I DID ABOUT MARS'S PAST FROM THEIR HISTORICAL HOLO-VIDS--
--I AM DEAD SERIOUS.
Y'SEE, BACK IN THE DAY, MARS WAS A KICKIN' PARADISE...


"... A LAND WHERE THE SOLE INDIGENOUS RACE--WHO WE CALL THE "TAKERS"-- LIKE, TOTALLY PROSPERED.
"THOUGH PEACEFUL AT HEART, THE TAKERS WERE A PROUD AND TERRITORIAL RACE WHEN IT CAME TO DEFENDING THEIR PLANET'S BORDERS.
"FOR CENTURIES, THEY REMAINED IN RELATIVE ISOLATION...
"... FENDING OFF THE OCCASIONAL INVASION WITH AN ALMOST 'PERFECT 10' SUCCESS RATE!
"KREE... SKRULL... SHI'AR... YOU NAME IT-- THEY STOPPED 'EM DEAD IN THEIR TRACKS, THAT'S HOW B-A-D THEY WERE!
"BUT THAT WAS BEFORE THIS FREAKY TECHNO-ORGANIC [redacted]-GLOBE APPEARED IN THEIR SKIES.
"THE CALL WENT OUT FAR AND WIDE TO REPEL THE ALIEN SHIP, 'NATCH...
"... AND EVERY MAN, WOMAN AND CHILD RALLIED [redacted] DEFENSE OF THEIR PRECIOUS HOME.
"THEY FOUGHT LONG AND THEY FOUGHT HARD.
"BUT EVEN THOUGH THE TAKERS WON THE BATTLE...
"... THE COLLECTIVE CONSCIOUSNESS KNOWN AS THE PHALANX ULTIMATELY WON THE WAR.


"FAILING TO ASSIMILATE MARS, THE PHALANX WITHDREW, DECLARING THAT IF THEY COULDN'T CLAIM MARS...
"...NO ONE COULD.
"IF NOT FOR THE FORESIGHT OF A SELECT FEW SCIENTISTS, ALL LIFE WOULD HAVE BEEN, LIKE, WIPED OUT INSTANTLY.
"BURROWING UNDERGROUND, THE TAKERS RE-CREATED A FACSIMILE OF THEIR PARADISE LOST.
"...AND EVENTUALLY SABOTAGED.
"THE HANDFUL OF SURVIVORS ATTEMPTED TO ELONGATE THEIR LIVES BY SUBJECTING THEMSELVES TO EXTENDED PERIODS OF SUSPENDED ANIMATION.
"BUT THIS WAS A TEMPORARY MEASURE AT BEST, 'CUZ WITHOUT THEIR PLANET'S NATURAL RESOURCES TO SUSTAIN THEM...
"THE TAKERS WERE TOO PROUD TO ADMIT DEFEAT...
"BUT OF THE TWO HUNDRED WHO BEGAN THE HIBERNATION PROCESS...
"...THE TAKERS SOON FELL DEATHLY ILL, THEIR SPECIES TEETERING ON THE BRINK OF EXTINCTION.
"SO, AGAINST THE WISHES OF THE PROVINCIAL MILITARY, AN EXPEDITION TO FIND A NEW HOME WAS SECRETLY LAUNCHED...
"...AND LEAVING THEIR GLORIOUS MARS BEHIND FOR A SURROGATE WORLD WAS, TO THEM, THE ULTIMATE DISGRACE.
"...ONLY SEVEN REMAIN.
"SO, YOU CAN IMAGINE HOW BUGGED-OUT IT WAS FOR THEM TO DISCOVER THAT DURING THEIR BIG SLUMBER PARTY...
"...YET ANOTHER RACE HAD DIVIDED THEIR NOW DESOLATE HOME.
"TO RECLAIM THEIR WORLD FOR THEMSELVES, THIS ONCE-DIGNIFIED RACE DECLARED 'GUERRILLA [redacted] FARE' ON THE ARES COLONISTS..."


...AND THAT'S WHEN THE "TAKING" OF ARES'S EQUIPMENT AND RESOURCES TO REBUILD THEIR WORLD BEGAN.
AND WHAT ABOUT OUR CHILDREN?
WHAT PURPOSE DID ABDUCTING THEM SERVE?
DID THEY EXPERIMENT ON THEM? DID THEY TORTURE THEM?
DID THE REST END UP LIKE THIS POOR THING?
ALONE AND DEAD IN SOME UNDER-GROUND TUNNEL?
TELL ME WHERE THEY'RE KEEPING THE OTHERS, TWILIGHT.
WHAT HAVE THEY DONE WITH THEM?!
I'LL BE HONEST WITH YOU, DR. ISAACS--
--A LOT OF THEM DIDN'T MAKE IT!
LOOK, DOC, I KNOW HOW TOTALLY TICKED YOU ARE---
--BUT WE'VE ACTUALLY GOT A MUCH BIGGER PROBLEM ON OUR HANDS RIGHT NOW--
--CUZ THE PHALANX HAVE RETURNED--
--AND THEY'RE HEADED TOWARD EARTH!!!

Uh, TWI?
YEAH, D?
WHEN YOU SAID "HELP!" THE SLEAZOIDS--
-- YOU DIDN'T MEAN THROWIN' DOWN AGAINST THAT PLANETOID-THING, DID YOU?
BETTER BELIEVE IT, MISS ICE THING!
THIS IS OUR HOME NOW, TOO!
IF THE TAKERS ARE GONNA REPRESENT FOR THEIR HOME--
--THEN WE'VE GOTTA REPRESENT FOR OURS!
HER MIND ACUTELY FOCUSED, TWILIGHT CONJURES UP HER "SPHERE OF INFLUENCE"...
...THE SUM TOTALITY OF HER MUTANT ABILITY TO BEND THE CONFINES OF REALITY WITHIN A GIVEN AREA...
...AND SETS TO THE TASK OF USING IT TO BREATHE LIFE INTO THE FOUR SLUMBERING TAKERS.
TWILIGHT SURE HAS CHANGED, HUH?
SHE SEEMS SO DETERMINED... SO CONFIDENT.
I WONDER... IS THIS BECAUSE I'VE BEEN OUT OF THE PICTURE...?
EASY THERE, HON--I'VE GOT YA!
SH-SHOCK. THAT-T-TOOK A LOT OUT OF M-ME.
D-DID IT... WORK?
SHOCKIN' A! SHE'S NEVER SHOWN THIS KIND OF CONTROL OVER HER POWERS BEFORE.


KREAK
KREAK
KREAK
KREAK
I THINK SO...
ONE BY ONE, THE CASINGS TO EACH CREATURE'S TUBE BEGIN TO CRACK...
...TO FRACTURE...
...AND FINALLY AFTER CENTURIES OF INACTIVITY...
KRRRAAAAASH
...TO SHATTER!
DESPITE THEIR YOUTH, THE CHILDREN OF X-NATION HAVE BORNE WITNESS TO A GREAT MANY HORRORS.
NONE OF WHICH COMPARE TO THE SIGHT OF SEVEN BLOOD-THIRSTY ALIENS EAGER TO SETTLE AN ANCIENT SCORE.
AND AS THE TAKERS' BATTLE CRY ECHOES IN SMITH'S EARS, HE CAN'T HELP BUT WONDER IF WAKING THESE SAVAGE CREATURES WAS A BLESSING...
...OR A CURSE!
AROOOOAR!

EARTH, JUST BELOW SEA LEVEL...
WELL, WELL... LOOK WHAT WASHED UP TO OUR FRONT DOOR, KIDDIES --
WULFF, THE MUTANT DOG-BOY AND HIS SIZE-SHIFTING SIMP FRIEND... UPROAR, RIGHT?
WE HAVEN'T BEEN FORMALLY INTRODUCED. THE WILD-BOYZ AREN'T KNOWN FOR THEIR MANNERS. I'M THE BIG BOSS.
OR, IF YOU PREFER--THE VULTURE!
EITHER WAY, I HAVE A FEELING THAT WE'RE NOT GOING TO BE VERY GOOD FRIENDS.
MY, MY, WULFF, HOW YOU'VE GROWN...
FIONA FORGOT TO TELL ME YOU HAD RETAINED YOUR BRAINS ONCE YOU GREW BACK THE FUR.
IT'S NOT LIKE YOU TO FORGET SUCH AN IMPORTANT TIDBIT ■ YOUR REPORT, CHICKEN LEGS.
DON'T PUSH IT, BOSS.

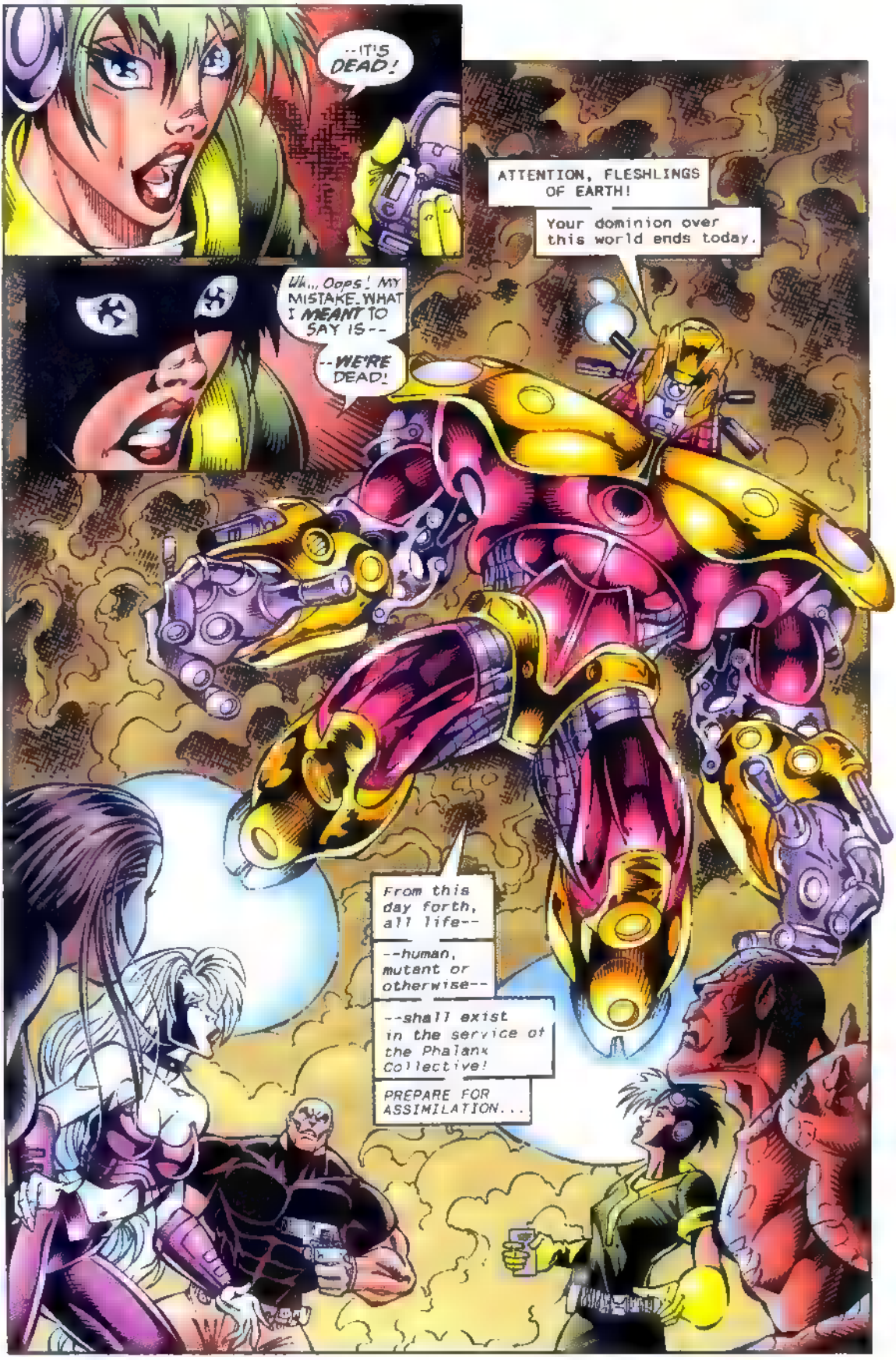
I DIDN'T GROW IT BACK!! YOU HAD THE WILD CHUMPS TORTURE ME UNTIL I CHANGED!!
I WAS FREE OF THIS! FREE OF YOU! BUT YOU MADE ME AN ANIMAL AGAIN!!! WHY? WHY?!
I'VE NEVER SEEN WULFF LIKE THIS BEFORE... HE'S NOT THINKING STRAIGHT...
EASY, L'IL BUD!
THINGS JUST HAVEN'T BEEN THE SAME SINCE YOU RAN AWAY FROM US, WULFF.
THERE'S NO ART IN THE KILLING ANYMORE. IT'S MECHANICAL, EMPTY, BORING!
DORIAN OBVIOUSLY DOESN'T HAVE THE CHOPS TO BE MY RIGHT HAND, BUT YOU DO!
I WANT YOU BACK IN THE FOLD, WULFF, WHERE YOUR TALENTS CAN BLOSSOM..
-- AND YOUR INNATE BLOODLUST CAN BE SATISFIED.
LET'S FACE IT. THAT X-NATION NONSENSE WAS NEVER REALLY THE RAP OF A NATURAL BORN KILLER--
NO!!! I'M NOT LIKE THAT ANYMORE!!!
NEVER AGAIN!
CLINK CLINK
BUT WHAT ABOUT ALL THE GOOD TIMES WE HAD?
YOU REMEMBER..?

THE COLLAR..
WHOA! ALL THE FIGHT JUST SKIPPED OUT OF WULFFIES EYES!
DUDE, LISTEN! LET'S BLOW THIS JOINT NOW! HE'S MESSIN' UP YOUR BRAINPAN--
THE LARGE ONE ANNOYS ME... I THINK HE'D BE BETTER SERVED--
--AS DINNER. KILL HIM.
ACES, B.B, FIRE AWAY, SHIV.
THE JUICE IS LOOSE, D.
YOU CAN'T MANIPULATE WULFF ANYMORE!!! HE WILL NOT KILL FOR YOU-- AARRGHH!!!
WULFF! I'LL HOLD THEM OFF WHILE I CAN-- TAKE OFF, BUD--
--AND DON'T LOOK BACK!!!
KEEP THE PRESSURE ON UP THERE, WARBIRD!
PHOW
CHOWW

IT DOESN'T HAVE TO END THIS WAY. RETURN TO ME AND I'LL CONSIDER ONLY A LIGHT MAIMING.
NO, WULFF! FORGET ABOUT ME! IT'S WHAT HE WANTS!
UNGH!
NO DEAL.
SHRIFF
IT'S TIME YOU LEARNED YOU CAN'T MESS WITH PEOPLE'S LIVES, VULTURE--
--EVEN ONE AS SCREWED UP AND WORTHLESS AS MINE.
YOU DON'T PULL MY STRINGS ANYMORE I'm Free.
I'm Not Your Animal.
GUESS HE TOLD YOU.
WORDS, FIONA. JUST TALK.
THE CHARACTER OF A MAN... OR A BEAST... IS ALWAYS DETERMINED BY ACTION.
YO, BONE BREATH! YOU FORGOT YER OL' PAL, TRASH, IS ON PUPPY PATROL!
AN ANIMAL WOULDN'T STAND UP FOR HIS BUD... AN ANIMAL WOULD GO BACK TO HIS OLD MASTER-- Whuff!

BUT I'M NOT AN ANIMAL, TRASH--
CHOKK
YOU HEAR ME? I'M NOT A SHOCKIN' ANIMAL!
I'M NOT!
SHRAKK
GHH!
NOT AN ANIMAL!
OH, MY GOD! WULFF!!! NO!!!
NA GA GRARRR!
THAT'S A GOOD BOY, WULFF...GOOD BOY.
TAUGHT HIM THAT TRICK MYSELF!

THE LAST REFUGE.
I KNOW YOU DON'T EVEN CARE THAT I THINK THIS, MR. HODGE--
--WHAT WITH ME BEING A "MUTIE" AND YOU BEING A NORMAL HUMAN AN' ALL--
--BUT I'M SORRY YOU LOST A FRIEND, TOO.
--SO I DOUBT YOU COULD UNDERSTAND JACK 'BOUT WHAT I'M FEELIN'.
I GUESS IT'S THE THOUGHT THAT COUNTS.
BEEP
YO, HOMIES-- YID THIS!
I'M GETTING THE FREAKIEST READINGS ON ALL FREQUENCIES BETWEEN HERE AND NOS'S CURRENT POSITION.
IT'S LIKE SOMEONE'S BOUNCING MY TRACER SIGNAL BACK AT ME!
BEEP BEEP BEEOOoOop!
WHAT THE SHOCK?
MY SCANNER--
LISTEN UP, KID--
--YOU HAVE NO IDEA WHAT KINDA HELL WINN AND I WENT THROUGH--


--IT'S DEAD!
Uh... Oops! MY MISTAKE. WHAT I MEANT TO SAY IS--
--WE'RE DEAD!
ATTENTION, FLESHLINGS OF EARTH!
Your dominion over this world ends today.
From this day forth, all life--
--human, mutant or otherwise--
--shall exist in the service of the Phalanx Collective!
PREPARE FOR ASSIMILATION...

MEANWHILE, DEEP WITHIN THE BOWELS OF THE ONCE PROUD CASTLE DOOM...
FOCUS ALL ENERGIES ON THE FINAL PREPARATIONS TO RECEIVE THE SCOUT.
DOOM AND THE REST ARE [redacted] LONGER OF ANY CONSEQUENCE. WHAT TRANSPIRES NOW IS TOO IMMENSE FOR THEM TO COMPREHEND.
--LET ALONE INTERFERE WITH!
WHEN THE SCOUT IS ACTIVATED, THE LINK BETWEEN THE PLANETOID AND THE REST OF THE EARTH WILL BE ENGAGED--
--SIMULTANEOUSLY AWAKENING THOSE IN HIBERNATION ON THE VESSEL--
--AND INITIATING THE TERRAFORMING PROCESS PLANETSIDE.
WHRRR
THIS THIRD RATE ORB WILL BE SCOURED CLEAN-- REBORN TO A HIGHER STATE AS THE NEWEST NEXUS OF THE PHALANX DOMINION.
MAGUS!!!

MEANWHILE, DEEP WITHIN THE BOWELS OF THE ONCE PROUD CASTLE DOOM--
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WHRRR
THIS THIRD RATE ORB WILL BE SCOURED CLEAN-- REBORN TO A HIGHER STATE AS THE NEWEST NEXUS OF THE PHALANX DOMINION.
MAGUS!!!

LET ME SEE HIM, WINN/PHALANX.
INTACT. UNHARMED. HE'S READY.
WHERE ARE WE... OH, GOD! WINN: WHAT'S HAPPENED TO ME?
RELISH IN THIS MOMENT, NOSTROMO. YOU HAVE EVOLVED BEYOND YOUR TERRAIN CONSTRAINTS--
AS UNTO A GOD!
YOU ARE THE FINAL COMPONENT FOR THE WORLD-ENGINE THAT WILL SUSTAIN OUR KIND ON THIS PLANET FOREVE--
KRAKOW
A POX ON YOUR DETESTABLE HOUSE, MAGUS!
DOOM...

YOU HAVE SULLIED LATVERIAN SOIL FOR LONG ENOUGH! YOUR TIME ON EARTH ENDS NOW--
WHY THE SHOCK NOT?
SO SWEARS DOOM!
READY TO SAVE THE WORLD, XINA?
GOT NOTHING ELSE TO DO, MIGUEL!
KEEP MOVING! DON'T LET THEM GET CLOSE ENOUGH TO BYPASS YOUR MAGNETIC SHIELDING!
AS SOON AS YOU'RE DONE JOHN-WOOING ALL OVER THE PLACE--
WE NEED TO STOP THOSE BAD BOYS FROM USING THEIR COSMIC PLUG-IN.

ALL OF THIS TIME, WINN... YOU KNEW... KNEW THAT I...
YES, I KNEW.
I KNEW THAT YOU WOULD BE THE ONE... THE ONE WHO WOULD SAVE US ALL!
THE HUMANS ARE NO LONGER OF ANY VALUE TO THE PROGRAM.
ERADICATE THEM NOW!!!
WITH MALICE, MAGUS!

THEY'RE EVERYWHERE! AS SOON AS I TAKE ONE DOWN--
--TEN MORE TAKE THEIR-- DOOM! LOOK OUT!
DON'T WORRY ABOUT ME, XINA!!! FOCUS YOUR ATTACK! WE MUST GET THROUGH TO THE SCOUT! NOTHING ELSE MATTERS!
WE CANNOT YIELD!
THEY CAN'T GET THROUGH OUR MAGNETIC SHIELDING, BUT THEY'RE SMOTHERING US!
NO!!!
YOUR STRUGGLE IS ULTIMATELY FUTILE, YOUNGLING...
THE CRITICAL PATH OF THIS PROGRAM HAS BEEN FOLLOWED TO THE LETTER--
THE ENDPOINT IS INEVITABLE.
NO... I WON'T LET YOU-- PLEASE...

WAS THAT CRY FOR THE WOMAN, DOOM--?
OR A LAST PATHETIC BLEATING FOR YOUR LOST PLANET?!?!
CHOOM
AIGHH-
PREPARE YOURSELVES, HUMANS! THE REBIRTH IS NOW!
THE TERRA-FORMING BEGINS!
THE PHALANX DYNASTY WILL CONSUME THE EARTH!!

NEXT MONTH:

PHALANX ASCENDANT

A guide to THE WORLD OF TOMORROW Part 2

On the Big Boss's Ship

Vulture — The Vulture—Spider-Man's deranged arch-nemesis—has finally revealed himself to be the "Big Boss" of the Wild Boyz. He now holds his three young escapees—Wulff, Uproar, and Fiona—once more in his grasp. Will his sadistic plans for Wulff finally come to their bloody conclusion?

Fiona — Daughter of the Vulture, Fiona is now in the clutches of her father after a failed attempt at escape from the Gauntlet. Will she be able to convince him to let her and her newfound allies leave unharmed?

Wulff — Once an enforcer for the marauding band of degenerates known as the Wild Boyz, the feral mutant youth called Wulff was able to escape their influence and is now a member of X-Nation. He believed he had gotten a second chance at life, but he has now reverted to his wolfen form by the Vulture. Now, he risks his life and the lives of Uproar and Fiona in order to take revenge on his former master ...

Uproar — The size-changing mutant called Uproar had managed to escape the Gauntlet with Fiona and his best friend Wulff. Now, he finds himself in the Big Boss's clutches once again as a result of his attempt at keeping Wulff from foolheartedly picking a fight he can't win. Even if they do escape, how will Uproar deal with the fact that his best friend may be permanently trapped in his wolfen state, and how will he resolve his growing feelings for Fiona?

On Mars

December, Smith and Dr. Isaacs — The cold-generating December and the magnetically-powered Smith are members of the teenage group of Earth mutants called X-Nation. As a last ditch effort when the "Great Deluge" threatened humanity's existence on Earth, they were sent to Mars to seek out the Area colony as a new settlement for the Earth's survivors. But while seeking out their missing teammate Twilight on the Martian plains—along with Dr. Isaacs, mother of their deceased teammate Clarion—they were ambushed by a group of Sheener aliens. All hope seemed lost until the reappearance of their friend Twilight ...

Twilight — The missing teammate of December and Smith is back, but she's certainly not quite the same as when she left. What happened to her in her absence that increased her control over her "sphere of influence"—the mysterious power that allows her a limited amount of control over reality in her immediate vicinity—and why does she know so much about Sheener history? Has she been able to forge an alliance between the Sheener, who are Mars' native people, and the intruders from Earth?

In the Last Refuge

Franklin — In a last, desperate attempt to preserve the knowledge of the ages, Reed Richards created the robot known as Franklin to be the ultimate memory core. His quest for greater knowledge has led to Cerebra losing her telepathic powers. What hidden dangers lie within this robot's mind?

Maddelina — The daughter of a mutant-hating human, Maddie is happiest when she's hanging out with the mutant X-Men of 2099. However, Maddie's new friend Franklin will threaten all she holds dear ...

Cerebra — One of the mutant X-Men of 2099, Cerebra recently probed the "mind" of the Franklin robot, suffering a paralyzing psionic backlash as a result. Now Cerebra must face the world without her powers, her only hope of regaining them lying within Franklin ...

Metalhead — Edward Van Beethoven—the metallic X-Man—has the mutant ability to transform his body into any metal he comes into contact with. Will his tremendous strength be enough to protect Cerebra and little Maddie from whatever threat the Franklin robot might pose?

In Garokk's "Hell"

Strange — The Sorceress Supreme of 2099, Mademoiselle Strange has been trapped far beneath the Last Refuge by the ancient guardian of the Savage Land, Garokk. Although she possesses enough raw power to defeat her captor, it is doubtful that the young magician possesses the skill and discipline to use that power to her best advantage.

Umi — The salamander-like Umi came out of nowhere and befriended Strange. All evidence points to the possibility that Umi has had more experience with sorcery than he's letting on. Will he be able to use that experience as a defense for Strange, or will he, too, be destroyed by Garokk?

Garokk — The powerful guardian of the Savage Land known as the Petrified Man has trapped Strange in the stone form he was once imprisoned in so that he can claim the mantle of Sorcerer Supreme. His apparently superior sorcery and skill at manipulating Strange's emotions is leading him to victory ...